

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

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|----------------------------|---|----------------------------|-----------------------|
| SUBMISSION TYPE: | NEW ASSIGNMENT | | |
| NATURE OF CONVEYANCE: | SECURITY INTEREST | | |
| CONVEYING PARTY DATA | | | |
| Name | Formerly | Execution Date | Entity Type |
| e-Miles, Inc. | | 03/29/2011 | CORPORATION: DELAWARE |
| RECEIVING PARTY DATA | | | |
| Name: | JPMorgan Chase Bank,N.A., as Administrative Agent | | |
| Street Address: | 2200 Ross Avenue, 8th Floor | | |
| City: | Dallas | | |
| State/Country: | TEXAS | | |
| Postal Code: | 75201 | | |
| Entity Type: | National Association: UNITED STATES | | |
| PROPERTY NUMBERS Total: 19 | | | |
| Property Type | Number | Word Mark | |
| Serial Number: | 77954036 | ACQUIVATE | |
| Serial Number: | 77959790 | ACQUIVATION | |
| Serial Number: | 77875148 | ADCONFIRM | |
| Serial Number: | 77969286 | ADVANCE COPY CLUB | |
| Serial Number: | 77875084 | CONNECTSURE | |
| Serial Number: | 77944966 | ENCULTIVA | |
| Serial Number: | 77945132 | ENCULTIVATE | |
| Serial Number: | 77969316 | ENGAGEMENT IS OUR CURRENCY | |
| Serial Number: | 77877134 | NCN | |
| Serial Number: | 77816167 | PROSPECT DNA | |
| Serial Number: | 85267185 | E-MILES | |
| Serial Number: | 85267469 | E-MILES IT'S ABOUT TIME | |
| Registration Number: | 3729684 | ADGATEWAY | |
| Registration Number: | 3862168 | ATTENTION REWARDS | |

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|----------------------|---------|---|
| Registration Number: | 2204246 | E-MILES |
| Registration Number: | 3578225 | ENGAGEMENT REWARDS |
| Registration Number: | 3433211 | MILES FOR YOUR TIME |
| Registration Number: | 3578224 | REWARDS FOR ENGAGEMENT |
| Registration Number: | 3482519 | YOUR TIME HAS NEVER BEEN MORE REWARDING |

CORRESPONDENCE DATA

Fax Number: (214)661-4691

Correspondence will be sent via US Mail when the fax attempt is unsuccessful.

Phone: 214-953-6691

Email: b.k.drinkwater@bakerbotts.com

Correspondent Name: B.K. Drinkwater, c/o Baker Botts L.L.P.

Address Line 1: 2001 Ross Avenue, Suite 600

Address Line 4: Dallas, TEXAS 75201

| | |
|-------------------------|-------------------|
| ATTORNEY DOCKET NUMBER: | 002642.2431 |
| NAME OF SUBMITTER: | B.K. Drinkwater |
| Signature: | /B.K. Drinkwater/ |
| Date: | 04/11/2011 |

Total Attachments: 8

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INTELLECTUAL PROPERTY SECURITY AGREEMENT

March 29, 2011

Pursuant to a Pledge and Security Agreement (as amended, supplemented or otherwise modified from time to time, the "Security Agreement"), dated as of October 22, 2009, e-Miles, Inc., a Delaware corporation ("Grantor"), whose address is 5800 Tennyson Parkway, Suite 600, Plano, Texas 75024, hereby grants and assigns to JPMorgan Chase Bank, N.A. as Administrative Agent, whose address is 2200 Ross Avenue, 8th Floor, Dallas, Texas 75201, Attention of Vicount Cornwall, a continuing security interest in and a continuing lien upon all of its right, title and interest in and to the following, whether now owned or hereafter acquired:

(a) all copyrights, rights and interests in copyrights, works protectable by copyright, copyright registrations, and copyright applications; all renewals of any of the foregoing; all income, royalties, damages, and payments now or hereafter due and/or payable under any of the foregoing, including damages or payments for past or future infringements for any of the foregoing; the right to sue for past, present, and future infringements of any of the foregoing and all rights corresponding to any of the foregoing throughout the world, including without limitation, the foregoing as set forth on Exhibit A;

(b) any and all patents and patent applications; all inventions and improvements described and claimed therein; all reissues, divisions, continuations, renewals, extensions, and continuations-in-part thereof; all income, royalties, damages, claims, and payments now or hereafter due or payable under and with respect thereto, including damages and payments for past and future infringements thereof; all rights to sue for past, present, and future infringements thereof and all rights corresponding to any of the foregoing throughout the world, including without limitation, the foregoing as set forth on Exhibit B; and

(c) all trademarks (including service marks), trade names, trade dress, and trade styles and the registrations and applications for registration thereof and the goodwill of the business symbolized by the foregoing; all licenses of the foregoing, whether as licensee or licensor; all renewals of the foregoing; all income, royalties, damages, and payments now or hereafter due or payable with respect thereto, including damages, claims, and payments for past and future infringements thereof; all rights to sue for past, present, and future infringements of the foregoing, including the right to settle suits involving claims and demands for royalties owing and all rights corresponding to any of the foregoing throughout the world, including without limitation, the foregoing as set forth on Exhibit C.

The Administrative Agent's security interest in such copyrights, patents, trademarks, service marks and registrations, applications for registration thereof can be terminated only in accordance with the terms of the Security Agreement.

[Signature page follows]

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IN WITNESS WHEREOF, the undersigned has executed this Intellectual
Property Security Agreement as of the date first above written.

E-MILES, INC.

By: 

Name: Nathan Runnicles

Title: Treasurer & Secretary

HOU03:1285776

Signature Page to IP Security Agreement

EXHIBIT A

Copyrights and Copyright Applications

| Property Covered | Copyright No. | Date of Registration | Country |
|-------------------------|--------------------------|---------------------------------|----------------|
| e-Miles Website Design | VA 1-737-329 | 4/2/2010 | USA |

e-Miles, Inc.
DLI-6349142v1

EXHIBIT B

Patents and Patent Applications

| Description | Application No. | Application Date | Country |
|--|------------------------|-------------------------|-----------------------------|
| Graphical User Interface for a Display Screen of a Communications Terminal | 29/358,544 | 3/29/2010 | USA |
| Graphical User Interface for a Display Screen of a Communications Terminal | 1237069 | 9/28/2010 | Registered Community Design |

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DLI-6349142v1

EXHIBIT C

Trademarks and Trademark Applications

Trademark Applications

| <u>Trademark</u> | <u>Application No.</u> | <u>Description</u> | <u>Application Date</u> | <u>Country</u> |
|-------------------------|-------------------------------|--|--------------------------------|-----------------------|
| ACQUIVATE | 77/954036 | Advertising services for others; business and technical consulting services in the field of advertising services and customer relationship management (CRM) programs; design, implementation and management of customer loyalty programs to promote the goods and services of others; promoting the goods and services of others through incentive programs | 3/9/2010 | USA |
| ACQUIVATION | 77/959790 | Advertising services for others; business and technical consulting services in the field of advertising services and customer relationship management (CRM) programs; design, implementation and management of customer loyalty programs to promote the goods and services of others; promoting the goods and services of others through incentive programs | 3/16/2010 | USA |
| ADCONFIRM | 77/875148 | Promoting the goods and services of others through customer incentive programs; advertising services for others; business and technical consulting services in the field of advertising services and customer relationship management (CRM) programs; design, implementation and management of customer incentive and loyalty rewards programs to promote the goods and services of others | 11/18/2009 | USA |
| ADVANCE COPY CLUB | 77/969286 | Advertising services for others; business and technical consulting services in the field of advertising services and customer relationship management (CRM) programs; design, implementation and management of customer loyalty programs to promote the goods and services of others; promoting the goods and services of others through incentive programs | 3/26/2010 | USA |
| CONNECTSURE | 77/875084 | Promoting the goods and services of others through customer incentive programs; advertising services for others; business and technical consulting services in the field of advertising services and customer relationship management (CRM) programs; design, implementation and management of customer incentive and loyalty rewards programs to promote the goods and services of others | 11/18/2009 | USA |

e-Miles, Inc.
DLJ-6349142v1

| <u>Trademark</u> | <u>Application No.</u> | <u>Description</u> | <u>Application Date</u> | <u>Country</u> |
|------------------------------------|------------------------|--|-------------------------|----------------|
| ENCULTIVA | 77/944966 | Advertising services for others; business and technical consulting services in the field of advertising services and customer relationship management (CRM) programs; design, implementation and management of customer loyalty programs to promote the goods and services of others; promoting the goods and services of others through incentive programs | 2/25/2010 | USA |
| ENCULTIVATE | 77/945132 | Advertising services for others; business and technical consulting services in the field of advertising services and customer relationship management (CRM) programs; design, implementation and management of customer loyalty programs to promote the goods and services of others; promoting the goods and services of others through incentive programs | 2/25/2010 | USA |
| ENGAGEMENT IS OUR CURRENCY | 77/969316 | Advertising services for others; business and technical consulting services in the field of advertising services and customer relationship management (CRM) programs; design, implementation and management of customer loyalty programs to promote the goods and services of others; promoting the goods and services of others through incentive programs | 3/26/2010 | USA |
| NCN | 77/877134 | Promoting the goods and services of others through customer incentive programs; advertising services for others; business and technical consulting services in the field of advertising services and customer relationship management (CRM) programs; design, implementation and management of customer incentive and loyalty rewards programs to promote the goods and services of others | 11/20/2009 | USA |
| PROSPECT DNA | 77/816167 | Advertising and promotion services for others; market research services; promoting the goods and services of others through incentive programs; conducting, processing and analyzing market research and public opinion surveys; consulting services in the field of market research and public opinion surveys | 8/31/2009 | USA |
| E-MILES (stylized) | 85/267185 | Customer engagement and communication platform | 3/15/2011 | USA |
| E-MILES IT'S ABOUT TIME (stylized) | 85/267469 | Customer engagement and communication platform | 3/15/2011 | USA |

e-Miles, Inc.
DLI-6349142v1

Registered Trademarks

| <u>Trademark</u> | <u>Registration No.</u> | <u>Description</u> | <u>Registration Date</u> | <u>Country</u> |
|---------------------|-------------------------|---|--------------------------|----------------|
| ADGATEWAY | 3729684 | Advertising services for others; business and technical consulting services in the field of advertising services and customer relationship management (CRM) programs; design, implementation and management of customer loyalty programs; promoting the goods and services of others through incentive programs | 12/22/2009 | USA |
| ATTENTION REWARDS | 5556154 | Advertising services for others; business and technical consulting services in the field of advertising services and customer relationship management (CRM) programs; design, implementation and management of customer loyalty programs; conducting business and market research, surveys, and analyses for others; promoting the goods and services of others through incentive programs; and marketing technology outsourcing services | 11/22/2007 | CTM |
| ATTENTION REWARDS | 3862168 | Advertising services for others; business consulting services in the field of advertising services and customer relationship management (CRM) programs; implementation and management of customer loyalty programs; conducting business and market research, surveys, and analyses for others; promoting the goods and services of others through incentive programs; and marketing technology outsourcing services | 10/12/2010 | USA |
| E-MILES | 2204246 | Loyalty reward program which provides rewards currency that may be earned or used for the purchase of travel and other merchandise via computer online services | 11/17/1998 | USA |
| E-MILES | 618686 | Travel club services, namely the promotion of travel through the provision of loyalty rewards in the form of merchandise, reward currency or other rewards through the use of computer online services | 8/20/1997 | CTM |
| ENGAGEMENT REWARDS | 3578225 | Promoting the goods and services of others through a consumer loyalty marketing program offering rewards, namely, frequent traveler program miles as an incentive for consumers supplying research information in person through interactive media | 2/17/2009 | USA |
| MILES FOR YOUR TIME | 3433211 | Advertising services for others; conducting business and market research, surveys, and analyses for others; promoting the goods and services of others through the development, management and administration of incentive rewards programs | 5/20/2008 | USA |

e-Miles, Inc.
DLI-6349142v1

| <u>Trademark</u> | <u>Registration No.</u> | <u>Description</u> | <u>Registration Date</u> | <u>Country</u> |
|---|-------------------------|---|--------------------------|----------------|
| REWARDS FOR ENGAGEMENT | 3578224 | Promoting the goods and services of others through a consumer loyalty marketing program offering rewards, namely, frequent traveler program miles as an incentive for consumers supplying research information in person through interactive media | 2/17/2009 | USA |
| YOUR TIME HAS NEVER BEEN MORE REWARDING | 3482519 | Advertising services for others; business and technical consulting services in the field of advertising services and customer relationship management (CRM) programs; design, implementation and management of customer loyalty programs; conducting business and market research, surveys, and analyses for others; promoting the goods and services of others through incentive programs; and marketing technology outsourcing services | 8/5/2008 | USA |

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